



# State of California

## Bill Jones

### Secretary of State

File# \_\_\_\_\_

Document# \_\_\_\_\_

### GENERAL PARTNERSHIP STATEMENT OF PARTNERSHIP - CONVERSION

**IMPORTANT – Read instructions before completing this form.**

This Space For Filing Use Only

1. Name of general partnership: \_\_\_\_\_

2. Statement of Conversion:

A. Name of the converting entity \_\_\_\_\_ B. Type of entity \_\_\_\_\_ C. Jurisdiction \_\_\_\_\_ D. Secretary of State file number, if any \_\_\_\_\_

E. The principal terms of the plan of conversion were approved by a vote of the partners or members, which equaled or exceeded the vote required under Section 15677.3 or 17540.3.

F. If a vote was required pursuant to Section 15677.3 or 17540.3, enter the outstanding interest of each class entitled to vote on the conversion and the percentage of vote required:

Each class entitled to vote

Percentage of vote required

G. Mailing address of the agent for service of process of the converted entity:

Address \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

Zip \_\_\_\_\_

H. Mailing address of the chief executive office of the converted entity:

Address \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

Zip \_\_\_\_\_

3. Street address of chief executive office of the converted entity:

City \_\_\_\_\_

State \_\_\_\_\_

Zip \_\_\_\_\_

4. Street address of California office of the converted entity, if any:

City \_\_\_\_\_

State \_\_\_\_\_

Zip \_\_\_\_\_

5. A. List the full names and mailing addresses of all partners OR: B. State the full name and mailing address of an agent appointed and maintained by the partnership who will maintain a list of the names and mailing addresses of all partners:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

6. Names of all partners authorized to execute instruments transferring real property held in the name of the partnership (attach additional pages if necessary):

Partner Name: \_\_\_\_\_ Partner Name: \_\_\_\_\_

Partner Name: \_\_\_\_\_ Partner Name: \_\_\_\_\_

7. Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate.

8. Number of pages attached, if any: \_\_\_\_\_

9. I certify that the statements contained in this document are true and correct to my own knowledge. I declare that I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person of Converting Entity \_\_\_\_\_

Type or Print Name and Title of Authorized Person \_\_\_\_\_ Date \_\_\_\_\_

Signature of Authorized Person of Converting Entity \_\_\_\_\_

Type or Print Name and Title of Authorized Person \_\_\_\_\_ Date \_\_\_\_\_

## INFORMATION

### Newly organized General Partnership:

Upon formation of a new general partnership, a **Statement of Partnership Authority** may be completed. Statutory provisions for filing the Statement of Partnership Authority are found in Section 16303.

### Business entities converting to General Partnership:

A conversion is a change in the legal structure of a business in which the entity ceases to be one type of entity and becomes another type, while continuing its existence for all other purposes including property ownership, contract rights and obligations, and relationships with debtors and creditors.

A person who files a Statement of Partnership Authority pursuant to Section 16105, unless otherwise provided in the Partnership Agreement, shall promptly send a copy of the statement to every non-filing partner and to any other person named as a partner in the statement. [Section 16103(b)(1)]

In order for a statement to be effective for real estate transfers, a certified copy of the statement issued by the Secretary of State, must be recorded in the office for recording transfers of real property. [Section 16105(b)]

Statutory provisions for conversion purposes are found in Sections 15677, 16906, and 17540.

Entities that may convert to the general partnership structure are limited partnerships, limited liability companies, an other business entity, or a foreign limited partnership or a foreign limited liability company, as applicable. Note: There is nothing in the Corporation Code to allow a domestic corporation to convert. To effect a conversion the **Statement of Partnership Authority – Conversion (GP-1A)** form may be completed. Items 1-9 (**Statement of Partnership Authority**) detailing the required information on the reorganized, newly converted general partnership. In addition, Items 2A-E (**Statement of Conversion**) detailing information about the (former, converting) business from which the conversion originated must be completed. Filing of the Statement of Partnership – Conversion (GP-1A) with the Secretary of State has the effect of (a) filing a cancellation by the converting limited partnership pursuant to Section 15623, (b) filing a cancellation by the converting limited liability company pursuant to Section 17356, and no limited partnership or limited liability company that has completed the filing is required to file a Certificate of Dissolution or a Certificate of Cancellation. **The fee for filing the Statement of Partnership Authority–Conversion is thirty dollars (\$30).**

For further information, contact the General Partnership Unit at (916) 653-3795.

Make check(s) payable to the Secretary of State.

Send the executed document and filing fee to:

California Secretary of State  
General Partnership Unit  
P.O. Box 944225  
Sacramento, CA 94244-2250

## INSTRUCTIONS FOR COMPLETING THE STATEMENT OF PARTNERSHIP AUTHORITY - CONVERSION

Fill in the items as follows: (type or legibly print in black ink)

- Item 1.** Enter the name of the general partnership.
- Item 2A-D.** Enter the name, type, jurisdiction (state of formation) and California Secretary of State file number, if any, of the converting entity. If a converting general partnership is involved and has registered **only** at the county level do not enter a file number.
- Item 2E.** Execution of this document confirms the following statement, which has been preprinted on the form and may not be altered: The principal terms of the plan of conversion were approved by a vote of the partners or members, which equaled or exceeded the vote required under Section 15677.3 or 17540.3."
- Item 2F.** If a vote of the partners or members was required pursuant to Section 15677.3 or 17540.3, specify each class entitled to vote on the conversion and the percentage of vote required of each class.
- Item 2G.** Enter the complete mailing address, including the zip code, of the converted entity's agent for service of process. DO NOT abbreviate the name of the city.
- Item 2H.** Enter the complete mailing address, including the zip code, of the chief executive office of the converted entity. DO NOT abbreviate the name of the city.
- Item 3.** Enter the complete street address, including the zip code, of the chief executive office of the converted entity. DO NOT enter a P.O. Box number or abbreviate the name of the city.
- Item 4.** Enter the complete street address of an office in California if the chief executive office entered in Item 2 is not located in California. DO NOT enter a P.O. Box number or abbreviate the name of the city.
- Item 5.** Pursuant to Section 16303, the partnership shall provide either of the following: (A) the names and mailing addresses of all of the partners; or (B) the name and mailing address of an agent appointed and maintained by the partnership to provide the names and mailing addresses of all the partners pursuant to the provisions of Section 16303(b).
- Item 6.** Enter the full names of all partners who are authorized to execute instruments transferring real property held in the name of the partnership. Attach additional pages, if necessary.
- Item 7.** The Statement of Partnership Authority may specify the authority, or limitations on the authority, of some or all of the partners to enter into other transactions on behalf of the partnership and any other matter in this section. Attach additional pages, if necessary.
- Item 8.** Indicate the total number of additional pages attached. All attachments should be 8 ½" x 11", one sided and legible.
- Item 9.** The Statement of Partnership Authority - Conversion shall be executed and acknowledged with the original signatures as required for limited partnerships and limited liability companies that are converting pursuant to Section 15677.6 (b) or 17540.6(b) or, in the case of a foreign other business entity, by the laws of the home state. Facsimile and photocopy of the executed document are not acceptable for the purpose of filing with the Secretary of State.

All statutory references are to the California Corporations Code unless otherwise stated.